

RECORDATION NO. 14867-C
FILED
SEP 4 '98 10-55 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 14867.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

RECEIVED
SURFACE TRANSPORTATION
BOARD

SEP 4 10 51 AM '98

C. Quinteros - Betty Johnson

Mr. Vernon A. Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Robert W. Alvord', written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord And Alvord

918 Sixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE: 9/4/98

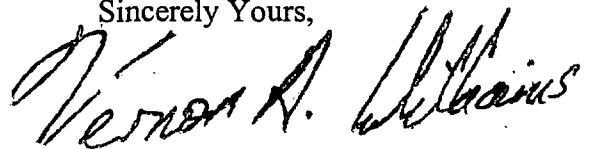
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM , and

assigned recordation number(s). 1/1303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C.

Sincerely Yours,



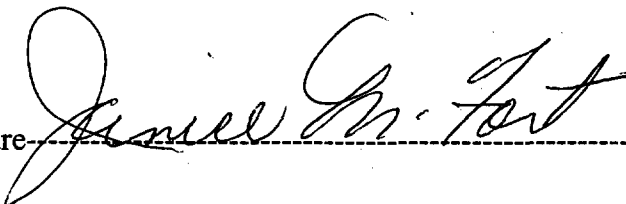
Vernon A. Williams

Enclosure(s)(32)

832.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



RECORDATION NO. 14867-C FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment
have been assigned and granted as security by the Lessor, pursuant to that certain
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor and the Secured Party in the
Subject Equipment by said section 11301, when, if, as and whether such reporting marks
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McSadden

SCHEDULE A

Item 1, Lease:

dated as of December 17, 1985

Item 2, Lessor:

Mellon Financial Services Corporation #3, One Mellon Bank Center,
Room 4444, Pittsburgh, PA 15258, as successor to General Electric
Capital Corporation, 120 Long Ridge Road, 3rd Floor, Stamford, CT
06927

Item 3, date of recordation of lease:

December 23, 1985

Item 4, recordation number of lease:

14867

Item 5, Security Agreements:

dated as of December 17, 1985

Item 6, Secured Party:

ORIX USA Corporation, 780 Third Avenue, 48th Floor,
New York, NY 10017 as successor to NEMLC Leasing Associates,
50 Milk Street, Boston, MA 02109

Item 7, date of recordation of Security Agreements:

December 23, 1985

Item 8, recordation number of Security Agreements:

14867

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6840

**New Reporting
Marks and Identifying
Numbers**

PRR 6701

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6841

**New Reporting
Marks and Identifying
Numbers**

NYC 8710

**Original Reporting
Marks and Identifying
Numbers**

CR 6842

**New Reporting
Marks and Identifying
Numbers**

NYC 8711

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Suzanne J. Rossomando
Notary Public

My commission expires:

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999
